

RECORDATION NO 9237-G FILED 1485

1-203A068

JUL 22 1991 -1 40 PM

INTERSTATE COMMERCE COMMISSION

LAW OFFICES

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL
URBAN A. LESTER

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
JAMES C. MARTIN, JR.*

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

RECORDATION NO 9237-H FILED 1485

JUL 22 1991 -1 40 PM

INTERSTATE COMMERCE COMMISSION

July 22, 1991

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO 9237-I FILED 1485

JUL 22 1991 -1 40 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies each of 1) an Assignment of Lease dated May 22, 1991 from The New Connecticut Bank and Trust Company, National Association, as assignee of the Federal Deposit Insurance Corporation as receiver of The Connecticut Bank and Trust Company, National Association, Assignor, and Bankers Trust Company, Assignee; 2) an Assignment of Lease dated May 22, 1991 between Bankers Trust Company, Assignor, and Residual Based Finance Corporation, Assignee; and 3) an Assignment of Lease dated July 19, 1991 between Residual Based Finance Corporation, Assignor, and Pitney Bowes Credit Corporation, Assignee, secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Lease of Railroad Equipment dated as of November 15, 1977 between Louisville and Nashville Railroad Company, Lessee, and The Connecticut Bank and Trust Company, as Trustee, Lessor, which was recorded on February 14, 1978 under Recordation Number 9237-B.

The names and addresses of the parties to the enclosed documents are set forth in Exhibit A attached hereto and made a part hereof.

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

B 45

9237-H

NOTICE OF LASTING UNIT
JUL 22 1991
4:35 PM '91

Counter Parts C.T. Kappler

Mr. Sidney L. Strickland, Jr.
July 22, 1991
Page Two

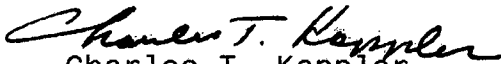
Also enclosed is a check in the amount of \$45 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary documents is:

Assignment of Lease dated May 22, 1991 between The New Connecticut Bank and Trust Company, National Association, as assignee of the Federal Deposit Insurance Corporation as receiver of The Connecticut Bank and Trust Company, National Association, Assignor, and Bankers Trust Company, Assignee; Assignment of Lease dated May 22, 1991 between Bankers Trust Company, Assignor, and Residual Based Finance Corporation, Assignee; and Assignment of Lease dated July 19, 1991 between Residual Based Finance Corporation, Assignor, and Pitney Bowes Credit Corporation, Assignee, covering 14 General Electric model B-23-7 locomotives bearing CSXT 3115-3128, formerly SBD 3115-3129 (excluding SBD 3123) and originally LN 5115-5129 (excluding LN 5123).

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

REGISTRATION NO. 9237-1

FILED 1435

JUL 22 1991 -1 40 PM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF LEASE

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, RESIDUAL BASED FINANCE CORPORATION (the "Assignor") hereby sells, assigns, transfers and sets over unto PITNEY BOWES CREDIT CORPORATION (the "Assignee"), all of its right, title and interest in and to that certain Lease of Railroad Equipment dated as of November 15, 1977 (the "Lease") between CSX Transportation, Inc. (formerly, Louisville and Nashville Railroad Company) and Assignor as the ultimate successor to The Connecticut Bank and Trust Company (the predecessor to The New Connecticut Bank and Trust Company, National Association, as assignee of the Federal Deposit Insurance Corporation as receiver of The Connecticut Bank and Trust Company, National Association), which right, title and interest were acquired by Assignor as of May 22, 1991 from Bankers Trust Company (as assignor of the original Owner Trustee).

Assignor hereby represents and warrants that Exhibit A hereto is a true and correct list of the road numbers which have been assigned to all of the Equipment covered under the Lease.

The assignment set forth herein incorporates by reference the Purchase Agreement of even date herewith between Assignor and Assignee (the "Agreement"), including the representations, warranties, covenants and disclaimers contained therein.

Assignor hereby authorizes the recordation of this Assignment and agrees to execute such further documentation as Assignee may reasonably request in order to carry out the purpose of this Assignment.

Assignee hereby irrevocably assumes the Lease and agrees to perform all of the obligations of the lessor under the Lease arising on or after the date hereof.

IN WITNESS WHEREOF, the undersigned pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officer thereunto duly authorized, all as of the date written below, and the undersigned signatory hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

Pitney Bowes Credit Corporation
6133 North River Road
Suite 780
Rosemont, Illinois 60018

By: [Signature]
Title: Regional Credit Manager
Accepted on July 19, 1991

Residual Based Finance Corporation
Three First National Plaza
Suite 1240
Chicago, Illinois 60602

By: [Signature]
Title: President
Executed on July 19, 1991.

CSX Transportation
Equipment Listing

Fourteen (14) G.E. 2,250 H.P. Diesel Electric Locomotives delivered during 3/78-4/78.

<u>Original Lessee</u>	<u>Original Road Numbers</u>	<u>Current Lessee</u>	<u>Current Road Numbers</u>
Louisville & Nashville	5115	CSX Transportation, Inc.	CSXT 3115
Louisville & Nashville	5116	CSX Transportation, Inc.	CSXT 3116
Louisville & Nashville	5117	CSX Transportation, Inc.	CSXT 3117
Louisville & Nashville	5118	CSX Transportation, Inc.	CSXT 3118
Louisville & Nashville	5119	CSX Transportation, Inc.	CSXT 3119
Louisville & Nashville	5120	CSX Transportation, Inc.	CSXT 3120
Louisville & Nashville	5121	CSX Transportation, Inc.	CSXT 3121
Louisville & Nashville	5122	CSX Transportation, Inc.	CSXT 3122
*Louisville & Nashville	5123	CSX Transportation, Inc.	CSXT 3123
Louisville & Nashville	5124	CSX Transportation, Inc.	CSXT 3124
Louisville & Nashville	5125	CSX Transportation, Inc.	CSXT 3125
Louisville & Nashville	5126	CSX Transportation, Inc.	CSXT 3126
Louisville & Nashville	5127	CSX Transportation, Inc.	CSXT 3127
Louisville & Nashville	5128	CSX Transportation, Inc.	CSXT 3128
Louisville & Nashville	5129		

EXHIBIT

A